

January 28, 2011

GRANTED

FILED ELECTRONICALLY VIA ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

JAN 28 2011
for 60 days
COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU
William A. Dever

RE: Tricom USA, Inc. Request for Extension of Special Temporary Authority to Operate
Pending Approval of Domestic Application for Transfer of Control, WC 10-150

Dear Ms. Dortch:

Authorized carrier Tricom USA, Inc. ("Tricom USA") and its shareholders (collectively "Transferor") and AMZAK Capital Management, LLC ("AMZAK") and its members (collectively "Transferee") (Transferor and Transferee together the "Parties"), hereby request extension of the Special Temporary Authority ("STA") granted by the Wireline Bureau on August 5, 2010, and extended by the Wireline Bureau on October 1, 2010 and November 30, 2010, pending Commission approval of the Parties' domestic and international applications for Commission consent to the transfer of control of Tricom USA's Section 214 authorizations to Transferee ("Section 214 Transfer of Control Applications") as well as the Parties' application for authority to transfer control of Tricom USA's Submarine Cable Landing Licenses ("SCL Transfer of Control Application") (Section 214 Transfer of Control Applications and SCL Transfer of Control Application collectively "Transfer of Control Applications"). The Parties respectfully seek extension of the STA, and ask the Commission to continue processing the domestic Section 214 Transfer of Control Application, notwithstanding Tricom USA's letter to the Commission dated December 17, 2010.¹

Request for Extension of STA; Good Cause

The STA is set to expire on January 29, 2011. The Parties respectfully request further extension of the above-captioned STA. The Parties submit that good cause exists for extending this STA on the basis that additional time is needed because the underlying Transfer of Control

¹ Per letter, dated December 17, 2010, Tricom USA notified the Commission that it is discontinuing international services in the United States. See Letter, dated December 17, 2010, to Marlene H. Dortch, Secretary, Federal Communications Commission, from Scott Fisher, Vice-President and Treasurer, Tricom ("Discontinuance Letter"). Since the domestic Section 214 Transfer of Control Application seeks approval for the transfer of control after the reorganization out of bankruptcy that occurred in April 2010, rather than a prospective transfer of control, Tricom USA, Inc. would like to continue with the processing of the domestic Section 214 Transfer of Control Application.

Applications were removed from streamlined treatment by the Commission while the Executive Branch Agencies, participating in a working group informally known as "Team Telecom" (Department of Homeland Security, Department of Justice, including the Federal Bureau of Investigation, and the Department of Defense), review the Transfer of Control Applications. Team Telecom's review remains ongoing. Team Telecom has been informed of the instant STA extension request, and Team Telecom indicated that it has no objections to the request.

Background

On April 7, 2010, the Parties consummated transactions involving the assignment of Tricom USA's international and domestic Section 214 authorizations ("Section 214 Assignment Applications")² and its SCL licenses ("SCL Assignment Application")³ pursuant to a plan of reorganization ("Plan of Reorganization")⁴ under the United States bankruptcy laws and in accordance with the Commission's consent.

The exact indirect ownership of the reorganized Tricom USA could not be determined prior to the reissuance of stock pursuant to the Plan of Reorganization. Accordingly, in the Section 214

² Tricom USA's International Section 214 authorizations are as follows: ITC-214-19930101-00257 (Old File No. ITC-93-246); ITC-214-19960925-00468 (Old File No. ITC-96-532); ITC-214-19970421-00220 (Old File No. ITC-97-221); ITC-214-19980430-00286 (Old File No. ITC-98-342, ITC-98-342A); ITC-214-19990325-00153; ITC-MOD-19970618-00335 (Old File No. ITC-96-532-M).

³ See File No. SCL-ASG-20091223-00040. In 1998 and 1999 the Commission authorized Tricom USA's predecessor-in-interest along with several other companies, to construct and operate the Americas II Cable System (File Nos. SCL-98-003, SCL-98-003A), the Maya-1 Cable System (File No. SCL-LIC-19990325-00006) and the Pan American Cable System (File No. SCL-97-001). See *AT&T Corp. et. al, Joint Applications for a License to Land and Operate a Digital Submarine Cable System Among Florida, Puerto Rico, the U.S. Virgin Islands, Martinique, Curacao, Trinidad, Venezuela, French Guiana and Brazil, the Americas-II Cable System*, Cable Landing License, 13 FCC Rcd 22540 (1998); *AT&T Corp. et. al, Joint Applications for a License to Land and Operate a Digital Submarine Cable System Between the United States, the Cayman Islands, Columbia, Costa Rica, Honduras, Mexico and Panama, the Maya-1 Cable Network*, Cable Landing License, 14 FCC Rcd 19456 (1999); *Americatel Corp. et. al, Joint Application for a License to Land and Operate a Digital Submarine Cable System Between the U.S. Virgin Islands, Chile, Peru, Ecuador, Panama, Columbia, Venezuela, and Aruba, the Pan American Cable System*, Cable Landing License, 13 FCC Rcd 850 (1998). At the time the Commission granted the license for the Pan American Cable System, Old Tricom USA was known as Domtel Communications, Inc.

⁴ Prior to the consummation of the Plan of Reorganization, all authorizations held by Tricom USA (referred to in the Section 214 Assignment Applications and SCL Assignment Application as "New Tricom USA") were previously held by Tricom USA, Inc. Debtor-in-Possession. Tricom USA, Inc., Debtor-in-Possession previously notified the Commission of the *pro forma* assignment of the Section 214 authorizations and SCL licenses identified herein from Tricom USA, Inc. (referred to in the Section 214 Assignment Applications and SCL Assignment Application as "Old Tricom USA") to Tricom USA, Inc. Debtor-in-Possession. See Letter from Cheryl A. Tritt, counsel to Tricom USA, Inc. Debtor-in-Possession, to Marlene Dortch, Secretary, Federal Communications Commission (filed March 27, 2008); Notification of the *Pro Forma* Assignment of International Section 214 Authorizations from Tricom USA, Inc. to Tricom USA, Inc. as Debtor-in-Possession, File No. ITC-ASG-20080327-00158; Tricom USA, Inc., Application for the *Pro Forma* Assignment of Interests in Submarine Cable Landing Licenses, File No. SCL-ASG-20080328-00009.

Assignment Applications and the SCL Assignment Application, the Parties provided estimates of the equity ownership percentages that would be held by each ten (10) percent or greater interest holder in Hispaniola Telecom Holdings, Ltd. ("Holding Company"), the holding company holding at least 99 percent of the ownership interests of reorganized Tricom, S.A. ("Tricom, S.A."), the direct parent company of Tricom USA. As reported in the Section 214 Assignment Applications and the SCL Assignment Application, the Parties reasonably believed that, post-consummation, AMZAK Capital Management, LLC ("AMZAK") would hold a direct ownership interest in Holding Company in excess of 18.5 percent but less than 50 percent, and that two other investors, Ellis Portafolio, S.A. ("Ellis") and MAP Private Trust Company ("MAP"), would hold 10.7 percent and 13.4 percent ownership interests in Holding Company, respectively.

During the time period following the Section 214 Assignment Applications and prior to the date of consummation, April 7, 2010, AMZAK acquired further unsecured claims for borrowed money against Tricom, S.A. and its subsidiaries. As a result, as of the date of consummation, AMZAK held a 57.2 percent ownership interest in Holding Company. Ellis and MAP respectively held 12.5 percent and 19.0 percent ownership interests in Holding Company.⁵

Further, the following transactions occurred. On or about April 7, 2010, AMZAK transferred its interest in Holding Company to its wholly-owned subsidiary, Broadband. On April 15, 2010, Ellis and MAP transferred their ownership interests in Holding Company to Broadband. On or about June 7, 2010, Broadband transferred a portion of its ownership interest in Holding Company to PTY Capital Partners Ltd. ("PTY Capital Partners"), a British Virgin Islands company. As a result of these transactions, Broadband now holds a 55.9 percent ownership interest in Holding Company and PTY Capital Partners now holds a 20.5 percent ownership interest in Holding Company.⁶

Based on the transfer of majority control to AMZAK, and the *pro forma* transfer to Broadband, the Parties filed the Transfer of Control Applications, the *Pro Forma* Notifications and domestic, international and SCL STA requests (which were promptly granted by Commission staff) in order to comply fully with the Commission's Rules. The Parties now seek extensions of the existing STAs.

⁵ Applicants informed the Commission of these post-transfer of control ownership percentages in a consummation notice filed on May 7, 2010 via ECFS and IBFS. See Letter to Ms. Marlene Dortch, Secretary, from Michelle W. Cohen, dated May 7, 2010, WC Docket No. 10-16, IB Dockets: ITC-ASG-2009-1223-00543 and SCL-ASG-20091223-00040.

⁶ Contemporary Investments Ltd. ("Contemporary Investments"), a Bahamas company, holds 100 percent of the ownership interests of PTY Capital Partners. Alberto C. Motta, Jr. and Stanley A. Motta, citizens of Panama, each hold a 50 percent ownership interest in Contemporary Investments.

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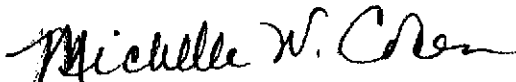
Conclusion

Grant of the instant STA extension request will serve the public interest as such grant will continue to authorize the ownership structure that resulted from the change of control while Team Telecom and Commission staff process the underlying Transfer of Control Applications.⁷

The Parties acknowledge that grant of the requested STA extension will not prejudice any action the Commission may take on the Transfer of Control Applications and that, once granted, the STA may be revoked on the Commission's own notice, without hearing. Applicants further acknowledge that grant of the requested STA extension and the Transfer of Control Applications will not preclude enforcement action.

Should there be any questions in regard hereto, please communicate with the undersigned.

Respectfully submitted,



Michelle Cohen

cc: Jodi May, FCC
David Krech, FCC

⁷ As noted above, per the Discontinuance Letter, Tricom USA notified the Commission that it is discontinuing international services in the United States. Once again, as the domestic Section 214 Transfer of Control Application seeks approval for the transfer of control after the reorganization out of bankruptcy that occurred in April 2010, rather than a prospective transfer of control, Tricom USA would like to continue with the processing of the domestic Section 214 Transfer of Control Application.
